IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.71 OF 2006
CONNECTED WITH
COMPANY APPLICATION NO.869 OF 2005

Jain Irrigation Systems Ltd. Petitioner

Mr.Hemant Sethi for petitioner.

Mr.C.J.Joy with R.C.Master and M.M.Goswami, Panel Counsel i/by Dr.T.L.Kaushik for Regional Director.

CORAM : S.C.DHARMADHIKARI, J.

DATE : 21st April 2006

PC :

1. This is a company petition by the transferee company. The scheme of arrangement is with Terra Agro Technologies Limited which is the transferor company having its registered office in the State of Tamil Nadu. The petition for seeking sanction by the transferor company is filed before the Madras High Court.

2. As far as transferee company is concerned, it is pointed out in the petition that its equity share holders have passed a resolution approving

the same. This Court was pleased to dispense with the meetings of creditors and preference share holders. Shri Sethi points out that notices have been issued to the secured as well as unsecured creditors but no objections have been received. The features of the scheme are pointed out in paragraphs 15 and 16. It has been also pointed out that the transferee company would be taking over all properties, rights, powers, assets, debts, liabilities, duties and obligations of the transferor company. Shri Sethi states that all compliances have been made and necessary declarations set out in the petition.

3. Shri Joy appearing for Regional Director states that as far as Regional Director is concerned, he has forwarded report to the Registrar of Companies and his report on the affairs of the company discloses that the scheme is not prejudicial to the interest of creditors and share holders. However, he points out that as far as aspect of increase in the authorised share capital is concerned, the petitioner will have to comply with Sections 94 and 97 of the Companies Act, 1956. Shri Sethi states that compliance with the aforesaid provisions would be

made, if necessary. In the light of the above, the company petition deserves to be made absolute. It is accordingly made absolute in terms of prayer clause (a). Costs of Regional Director is quantified at Rs.2,500/- to be paid to the Regional Director within a period of two weeks. All concerned to act on an ordinary copy of this order and the scheme, duly authenticated by the Company Registrar.

(S.C.DHARMADHIKARI, J.)